

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

IN RE REGIONS MORGAN KEEGAN
SECURITIES, DERIVATIVE and ERISA
LITIGATION

This Document Relates to:

*In re Helios Closed-End Funds Derivative
Litigation*, No. 2:11-cv-02935-SHM-TMP

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) Case No. 2:09-md-02009-SHM
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) Judge Samuel H. Mays, Jr.
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**PLAINTIFFS' AND THE FUNDS' UNOPPOSED MOTION FOR PRELIMINARY
APPROVAL OF DERIVATIVE SETTLEMENT**

Plaintiffs Cecil Cannaday and Ronald Godfrey (collectively, “Plaintiffs”) and nominal defendants Helios Advantage Income Fund, Inc., Helios High Income Fund, Inc., Helios Multi-Sector High Income Fund, Inc. and Helios Strategic Income Fund, Inc. (collectively, the “Funds”), jointly file this Unopposed Motion for Preliminary Approval of Derivative Settlement (the “Motion”).

Plaintiffs, the Funds, and defendants Morgan Asset Management, Inc. (now known as Regions Investment Management, Inc.), James C. Kelsoe, Jr., David H. Tannehill, J. Thompson Weller, Joseph C. Weller, Charles D. Maxwell, Michele F. Wood, Carter E. Anthony, Brian B. Sullivan, Thomas R. Gamble, Allen B. Morgan, Jr., J. Kenneth Alderman (collectively, “Defendants”), among others, have executed a Stipulation of Settlement in resolution of the above-captioned action (the “Settlement” or the “Settlement Agreement”). Pursuant to Federal Rule of Civil Procedure 23.1(c), Plaintiffs and the Funds respectfully request that the Court enter the Preliminary Approval Order (attached to the memorandum of law as Exhibit 2): (i) granting preliminary approval of the Settlement as set forth in the Settlement Agreement; (ii) approving the attached form and proposed method of providing notice of the Settlement (“Notice”) to the Fund Shareholders, (attached to the memorandum of law as Exhibit 3); and (iii) scheduling a final approving hearing (the “Settlement Hearing”). Defendants do not oppose this Motion.

A memorandum of law and proposed order are submitted in support of this Motion.

DATED: October 12, 2012

Respectfully submitted,

BRAMLETT LAW OFFICES

By:

/s/Paul Kent Bramlett

Paul Kent Bramlett

TN #7387/MS#4291

Robert Preston Bramlett

TN #25895

P.O. Box 150734
Nashville, TN 37215
Tel: (615) 248-2828
Fax: (866) 816-4116
E-mail: pknashlaw@aol.com
Robert@BramlettLawOffices.com

**KESSLER TOPAZ
MELTZER & CHECK, LLP**

Robin Winchester
Eric L. Zagar
Kristen L. Ross
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706
Fax: (267) 948-2512
E-mail: rwinchester@ktmc.com
E-mail: ezagar@ktmc.com
E-mail: kross@ktmc.com

Attorneys for Plaintiffs

DATED: October 12, 2012

PAUL HASTINGS LLP

*/s/Kevin C. Logue with permission by
Paul Kent Bramlett*

Kevin C. Logue
75 East 55th Street
New York, NY 10022
Tel: (212) 318-6000
Fax: (212) 319-4090
E-mail: kevinlogue@paulhastings.com

*Attorneys for Nominal Defendants
Helios Advantage Income Fund, Inc.,
Helios High Income Fund, Inc., Helios
Multi-Sector High Income Fund, Inc.,
and Helios Strategic Income Fund, Inc.
(formerly RMK Advantage Income
Fund, Inc., RMK High Income Fund,
Inc., RMK Multi-Sector High Income
Fund, Inc., and RMK Strategic Income
Fund, Inc., respectively)*